

HEMOSENSE INC
Form 3/A
June 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|--|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| W Capital Partners Ironworks, LP | | | (Month/Day/Year) | HEMOSENSE INC [HEM] | |
| (Last) | (First) | (Middle) | 06/28/2005 | | |
| ONE EAST 52ND STREET, 5TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 06/13/2005 |
| NEW YORK, NY 10022 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | | | | |
|--|-------|------------|-----------------|------------------|-------------------|---|---|
| Common Stock Warrant (right to buy) | ␣ (1) | 04/25/2010 | Common Stock | 6,900 (2) (3) | \$ 5.5 (2) (4) | D | ␣ |
|--|-------|------------|-----------------|------------------|-------------------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| W Capital Partners Ironworks, LP ONE EAST 52ND STREET 5TH FLOOR NEW YORK, NY 10022 | ␣ | ␣ X | ␣ | ␣ |
| WCP I LLC ONE EAST 52ND STREET 5TH FLOOR NEW YORK, NY 10022 | ␣ | ␣ X | ␣ | ␣ |

Signatures

/s/ Robert J. Migliorino, Managing Member of WCP I,
L.L.C.

06/28/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Immediately.
- (2) Calculated based on an assumed exercise price of \$5.50 per share. The number of shares issuable upon the exercise of this warrant may be calculated by dividing \$37,952 by the exercise price per share. The exercise price will be set at the price per share paid by the investors in the issuer's initial public offering.
- (3) On June 13, 2005, the reporting person mistakenly filed a Form 3 reporting a warrant for 4,216 shares of common stock. As of June 28, 2005, the reporting person owned a warrant for 6,900 shares.
- (4) On June 13, 2005, the reporting person mistakenly filed a Form 3 reporting a conversion price of \$9.00. As of June 28, 2005, the conversion price is \$5.50.

␣

Remarks:

This report is being amended to change the Date of Event Requiring Statement to June 28, 2005.

Form S-1 (the "Effective Date").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.